

EXHIBIT - 4 -

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

ML PROPERTIES, LLC, ML MANUFACTURING LLC,
and MARCUS LEMONIS,

Civ. A. No: 5:21-cv-00984

Plaintiffs,

v.

PRECISE GRAPHIX, LLC, MKD Real Estate LLC,
and KEITH LYDEN,

Defendants.

COMPLAINT

Plaintiffs, ML Properties, LLC, ML Manufacturing LLC, ML Finance LLC and Marcus Lemonis, (“**ML Entities**” or collectively, the “**Plaintiffs**”), by and through their undersigned attorneys hereby allege for their Complaint against Defendants Precise Graphix, LLC, MKD Real Estate LLC, and Keith Lyden (collectively, the “**Defendants**”) as follows:

1. This is a civil action seeking damages for breach of contract, fraud in the inducement, together with costs and attorneys’ fees and other damages that the Court deems just and proper.

2. Upon information and belief, as hereinafter mentioned, Plaintiff, ML Properties, LLC (herein, “**ML Properties**”) is a limited liability company duly formed under the laws of Delaware, with offices at 250 Parkway, Suite 270, Lincolnshire, Illinois.

3. Upon information and belief, as hereinafter mentioned, Plaintiff, ML Manufacturing LLC (herein, “**ML Manufacturing**”) is a limited liability company duly formed under the laws of Delaware, with offices at 250 Parkway, Suite 270, Lincolnshire, Illinois.

4. Upon information and belief, as hereinafter mentioned, Plaintiff Marcus Lemonis (herein, “**Lemonis**”) is a guarantor on commercial loans for Defendant MKD and Defendant Precise, was a co-founder of Defendant MKD Real Estate, LLC and a prior part owner of Defendant Precise Graphix, LLC through his entities, ML Finance LLC and ML Manufacturing LLC (the “ML Entities”), with an office located at 250 Parkway, Suite 270, Lincolnshire, Illinois.

5. Upon information and belief, as hereinafter mentioned, defendant MKD Real Estate, LLC (“**MKD**”) is a Limited Liability Company, duly formed under the laws of the State of Pennsylvania, with offices at offices at 2310 26th Street S.W., Allentown, Pennsylvania 18103.

6. Upon information and belief, as hereinafter mentioned, defendant Precise Graphix LLC (“**Precise**”) is a Limited Liability Company, duly formed under the laws of the State of Pennsylvania, with offices at offices at 2310 26th Street S.W., Allentown, Pennsylvania 18103.

7. Upon information and belief, in his capacity as the sole owner of Membership Interests in both MKD and Precise and CEO of both entities, Mr. Keith Lyden (“**Lyden**”) was and still has exclusive control over both MKD’s and Precise’s business activities, debt and financial obligations and resides at 4985 Derby Lane, Bethlehem, PA 18020.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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A series of five horizontal black bars of varying lengths, decreasing from left to right. The first bar is the longest, followed by three shorter bars of equal length, and a final short bar.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

The image consists of a series of horizontal black bars of varying lengths and positions, suggesting redacted text or code. The bars are arranged vertically, with some shorter bars appearing between longer ones. The overall pattern is irregular and suggests a large amount of data has been obscured.

JURISDICTION AND VENUE

15. This Court has subject matter jurisdiction over this case pursuant to 28 U.S.C. 1332 as the parties are completely diverse in citizenship and the amount in controversy is or exceeds the sum of \$75,000, exclusive of interest and costs.

16. Venue is appropriate in this Court pursuant to 28 U.S.C. 1331 (b)(2), as a substantial part of the actions or omissions comprising the claims for relief occurred within this judicial district.

BACKGROUND FACTS

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The image consists of a series of horizontal black bars of varying lengths and positions, suggesting redacted text or code. The bars are arranged in a grid-like pattern, with some bars being significantly longer than others. There are also small, separate black squares positioned between the main bars.

The image consists of a series of horizontal black bars of varying lengths and positions, suggesting redacted text or code. The bars are arranged in a grid-like pattern, with some bars being significantly longer than others. There are also small, isolated black squares scattered among the bars.

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- [REDACTED]
- [REDACTED] [REDACTED]
- [REDACTED]
- [REDACTED] [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED] [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED] [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED] [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

AS AND FOR A FIRST CAUSE OF ACTION

(Breach of Contract: Lyden MIPA)

71. Plaintiffs repeat and reallege each and every allegation contained in paragraphs 1-
70 as though fully set forth at length herein.

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

AS AND FOR A SECONDD CAUSE OF ACTION

(Breach of Contract: Settlement & Release Agreement)

84. Plaintiffs repeat and reallege each and every allegation contained in paragraphs 1-83 as though fully set forth at length herein.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

Income Group	Count of Countries
Low Income	~10
Lower Middle Income	~10
Upper Middle Income	~10
High Income	~10
Very High Income	~10

AS AND FOR A THIRD CAUSE OF ACTION

(Fraud in the Inducement)

90. Plaintiffs repeat and reallege the allegations contained in paragraphs 1-89 of this Complaint as if fully set forth at length herein.

[View Details](#)

The image shows a single page of a document that has been heavily redacted. It features approximately 15 horizontal black bars of varying lengths, distributed across the page. At the top left, there is a small, isolated black square. Near the bottom left, there are two small black squares positioned above a longer horizontal bar. The rest of the page is white space.

DAMAGES

WHEREFORE, Plaintiffs demand judgment against Defendants for the following relief,

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

D. For such other and further relief as this Court deems just and warranted, including interest and attorneys' fees.

Dated: March 1, 2021

Respectfully,

/s/Nicole D. Galli
Nicole D. Galli (PA Id. No. 78420)
ND GALLI LAW LLC
One Liberty Place
1650 Market Street
Suite 3600, #00250
Philadelphia, PA 19103
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ndgalli@ndgallilaw.com

Attorneys for Plaintiffs ML Properties, LLC, ML Manufacturing LLC and Marcus Lemonis

Of Counsel

Linda S. Kagan, Esquire
(*Pro Hac Vice* to be filed)
THE KAGAN LAW GROUP, P.C.
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The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS

ML Properties, LLC, ML Manufacturing LLC, Marcus Lemonis

(b) County of Residence of First Listed Plaintiff Lake County
(EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorneys (Firm Name, Address, and Telephone Number)

Nicole D. Galli, ND Galli Law LLC, One Liberty Place,
1650 Market St. Suite 3600, #00250, Philadelphia, PA
19103; 215-525-9580

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- | | |
|--|--|
| <input type="checkbox"/> 1 U.S. Government Plaintiff | <input type="checkbox"/> 3 Federal Question
(U.S. Government Not a Party) |
| <input type="checkbox"/> 2 U.S. Government Defendant | <input checked="" type="checkbox"/> 4 Diversity
(Indicate Citizenship of Parties in Item III) |

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

	PTF	DEF	PTF	DEF
Citizen of This State	<input type="checkbox"/> 1	<input checked="" type="checkbox"/> 1	Incorporated or Principal Place of Business In This State	<input type="checkbox"/> 4 <input checked="" type="checkbox"/> 4
Citizen of Another State	<input checked="" type="checkbox"/> 2	<input type="checkbox"/> 2	Incorporated and Principal Place of Business In Another State	<input checked="" type="checkbox"/> 5 <input type="checkbox"/> 5
Citizen or Subject of a Foreign Country	<input type="checkbox"/> 3	<input type="checkbox"/> 3	Foreign Nation	<input type="checkbox"/> 6 <input type="checkbox"/> 6

IV. NATURE OF SUIT (Place an "X" in One Box Only)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance	PERSONAL INJURY	PERSONAL INJURY	<input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881	<input type="checkbox"/> 375 False Claims Act
<input type="checkbox"/> 120 Marine	<input type="checkbox"/> 310 Airplane	<input type="checkbox"/> 365 Personal Injury - Product Liability	<input type="checkbox"/> 422 Appeal 28 USC 158	<input type="checkbox"/> 376 Qui Tam (31 USC 3729(a))
<input type="checkbox"/> 130 Miller Act	<input type="checkbox"/> 315 Airplane Product Liability	<input type="checkbox"/> 367 Health Care/ Pharmaceutical Personal Injury	<input type="checkbox"/> 423 Withdrawal 28 USC 157	<input type="checkbox"/> 400 State Reapportionment
<input type="checkbox"/> 140 Negotiable Instrument	<input type="checkbox"/> 320 Assault, Libel & Slander	<input type="checkbox"/> 330 Federal Employers' Liability	PROPERTY RIGHTS	<input type="checkbox"/> 410 Antitrust
<input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment	<input type="checkbox"/> 340 Marine	<input type="checkbox"/> 368 Asbestos Personal Injury Product Liability	<input type="checkbox"/> 820 Copyrights	<input type="checkbox"/> 430 Banks and Banking
<input type="checkbox"/> 151 Medicare Act	<input type="checkbox"/> 345 Marine Product Liability	PERSONAL PROPERTY	<input type="checkbox"/> 830 Patent	<input type="checkbox"/> 450 Commerce
<input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excludes Veterans)	<input type="checkbox"/> 350 Motor Vehicle	<input type="checkbox"/> 370 Other Fraud	<input type="checkbox"/> 835 Patent - Abbreviated New Drug Application	<input type="checkbox"/> 460 Deportation
<input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits	<input type="checkbox"/> 355 Motor Vehicle	<input type="checkbox"/> 371 Truth in Lending	<input type="checkbox"/> 840 Trademark	<input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations
<input type="checkbox"/> 160 Stockholders' Suits	REAL PROPERTY	<input type="checkbox"/> 380 Other Personal Property Damage	<input type="checkbox"/> 880 Defend Trade Secrets Act of 2016	<input type="checkbox"/> 480 Consumer Credit (15 USC 1681 or 1692)
<input checked="" type="checkbox"/> 190 Other Contract	<input type="checkbox"/> 360 Other Personal Injury	<input type="checkbox"/> 385 Property Damage Product Liability	SOCIAL SECURITY	<input type="checkbox"/> 485 Telephone Consumer Protection Act
<input type="checkbox"/> 195 Contract Product Liability	<input type="checkbox"/> 362 Personal Injury - Medical Malpractice	LABOR	<input type="checkbox"/> 861 HIA (1395ff)	<input type="checkbox"/> 490 Cable/Sat TV
<input type="checkbox"/> 196 Franchise		<input type="checkbox"/> 710 Fair Labor Standards Act	<input type="checkbox"/> 862 Black Lung (923)	<input type="checkbox"/> 850 Securities/Commodities/ Exchange
		<input type="checkbox"/> 720 Labor/Management Relations	<input type="checkbox"/> 863 DIWC/DIWW (405(g))	<input type="checkbox"/> 890 Other Statutory Actions
		<input type="checkbox"/> 740 Railway Labor Act	<input type="checkbox"/> 864 SSID Title XVI	<input type="checkbox"/> 891 Agricultural Acts
		<input type="checkbox"/> 751 Family and Medical Leave Act	<input type="checkbox"/> 865 RSI (405(g))	<input type="checkbox"/> 893 Environmental Matters
		PRISONER PETITIONS	FEDERAL TAX SUITS	<input type="checkbox"/> 895 Freedom of Information Act
		<input type="checkbox"/> 790 Other Labor Litigation	<input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant)	<input type="checkbox"/> 896 Arbitration
		<input type="checkbox"/> 791 Employee Retirement Income Security Act	<input type="checkbox"/> 871 IRS—Third Party 26 USC 7609	<input type="checkbox"/> 899 Administrative Procedure Act/Review or Appeal of Agency Decision
		Habeas Corpus:		<input type="checkbox"/> 950 Constitutionality of State Statutes
		<input type="checkbox"/> 463 Alien Detainee		
		<input type="checkbox"/> 510 Motions to Vacate Sentence		
		<input type="checkbox"/> 530 General		
		<input type="checkbox"/> 535 Death Penalty		
		OTHER:		
		<input type="checkbox"/> 540 Mandamus & Other		
		<input type="checkbox"/> 550 Civil Rights		
		<input type="checkbox"/> 555 Prison Condition		
		<input type="checkbox"/> 560 Civil Detainee - Conditions of Confinement		
		IMMIGRATION		
		<input type="checkbox"/> 462 Naturalization Application		
		<input type="checkbox"/> 465 Other Immigration Actions		

V. ORIGIN (Place an "X" in One Box Only)

- | | | | | | | |
|---|---|--|---|--|--|---|
| <input checked="" type="checkbox"/> 1 Original Proceeding | <input type="checkbox"/> 2 Removed from State Court | <input type="checkbox"/> 3 Remanded from Appellate Court | <input type="checkbox"/> 4 Reinstated or Reopened | <input type="checkbox"/> 5 Transferred from Another District (specify) | <input type="checkbox"/> 6 Multidistrict Litigation - Transfer | <input type="checkbox"/> 8 Multidistrict Litigation - Direct File |
|---|---|--|---|--|--|---|

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):
28 U.S.C. 1332 and 28 U.S.C. 1391 (b)(2)

VI. CAUSE OF ACTION
Brief description of cause:
Breach of Contract & Fraud in the Inducement

VII. REQUESTED IN COMPLAINT: CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, F.R.Cv.P.

DEMAND \$
In excess of \$150,000

CHECK YES only if demanded in complaint:
JURY DEMAND: Yes No

VIII. RELATED CASE(S) IF ANY
(See instructions):

JUDGE _____ DOCKET NUMBER _____

DATE

3/1/2021

SIGNATURE OF ATTORNEY OF RECORD

/s/ Nicole D. Galli

FOR OFFICE USE ONLY

RECEIPT # _____ AMOUNT _____

APPLYING IFP _____

JUDGE _____

MAG. JUDGE _____

DESIGNATION FORM

(to be used by counsel or pro se plaintiff to indicate the category of the case for the purpose of assignment to the appropriate calendar)

Address of Plaintiff: _____

Address of Defendant: _____

Place of Accident, Incident or Transaction: _____

RELATED CASE, IF ANY:

Case Number: _____ Judge: _____ Date Terminated: _____

Civil cases are deemed related when **Yes** is answered to any of the following questions:

- | | | |
|--|------------------------------|-----------------------------|
| 1. Is this case related to property included in an earlier numbered suit pending or within one year previously terminated action in this court? | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| 2. Does this case involve the same issue of fact or grow out of the same transaction as a prior suit pending or within one year previously terminated action in this court? | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| 3. Does this case involve the validity or infringement of a patent already in suit or any earlier numbered case pending or within one year previously terminated action of this court? | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| 4. Is this case a second or successive habeas corpus, social security appeal, or pro se civil rights case filed by the same individual? | Yes <input type="checkbox"/> | No <input type="checkbox"/> |

I certify that, to my knowledge, the within case is / is not related to any case now pending or within one year previously terminated action in this court except as noted above.

Nicole D. Galli
Must sign here

DATE: _____

Attorney-at-Law / Pro Se Plaintiff

Attorney I.D. # (if applicable)

CIVIL: (Place a ✓ in one category only)

A. Federal Question Cases:

- 1. Indemnity Contract, Marine Contract, and All Other Contracts
- 2. FELA
- 3. Jones Act-Personal Injury
- 4. Antitrust
- 5. Patent
- 6. Labor-Management Relations
- 7. Civil Rights
- 8. Habeas Corpus
- 9. Securities Act(s) Cases
- 10. Social Security Review Cases
- 11. All other Federal Question Cases
(Please specify): _____

B. Diversity Jurisdiction Cases:

- 1. Insurance Contract and Other Contracts
- 2. Airplane Personal Injury
- 3. Assault, Defamation
- 4. Marine Personal Injury
- 5. Motor Vehicle Personal Injury
- 6. Other Personal Injury (Please specify): _____
- 7. Products Liability
- 8. Products Liability – Asbestos
- 9. All other Diversity Cases
(Please specify): _____

ARBITRATION CERTIFICATION

(The effect of this certification is to remove the case from eligibility for arbitration.)

I, _____, counsel of record or pro se plaintiff, do hereby certify:

- Pursuant to Local Civil Rule 53.2, § 3(c) (2), that to the best of my knowledge and belief, the damages recoverable in this civil action case exceed the sum of \$150,000.00 exclusive of interest and costs;
- Relief other than monetary damages is sought.

DATE: _____

Nicole D. Galli
Sign here if applicable

Attorney-at-Law / Pro Se Plaintiff

Attorney I.D. # (if applicable)

NOTE: A trial de novo will be a trial by jury only if there has been compliance with F.R.C.P. 38.